

# EXHIBIT G



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May 28, 2020

**Via E-Mail**

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Re: *Federal Trade Commission et al. v. Thomas Jefferson University et al.*, No. 2:20-cv-01113 (E.D. Pa.)

Dear Mike and Richard:

Thank you again for your time on Tuesday. We thought it was a productive conversation. As discussed, we are following up on that conversation and our earlier call on May 12, 2020 with some additional information related to the third-party subpoena served on Independence Blue Cross ("IBC") on April 24, 2020.

In particular, we have identified below a set of proposed document custodians, as well as proposed search terms to utilize with certain of the requests to isolate responsive documents and communications. In addition, we have provided below some information with respect to the data requests in the subpoena, including confirmation that we are narrowing the scope of Request No. 16.

**I. Custodians**

Upon review of the organizational charts provided on May 21, we have identified proposed document custodians, as well as the general categories of information and specifically-numbered requests for which we believe these custodians have responsive documents and information. After you review the list below, please advise if this is an agreeable set of document custodians. We are open to further discussion regarding particular custodians, particularly to the extent that any of them are unlikely to have any responsive material, but we will need a sufficient number of custodians to ensure a complete production.

<b>Proposed Custodian</b>	<b>Categories</b>	<b>Requests</b>
Daniel Hiltferty – CEO	Jefferson-Einstein Merger Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers Competition with and Substitutes for Jefferson and Einstein	2, 5, 7, 8, 11, 12, 19, 20, 23, 28- 40

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Proposed Custodian	Categories	Requests
	Contract Negotiations with Providers, including Negotiations and Communications with Jefferson and Einstein Network Formation and Adequacy Competition with Other Payors Financial Condition of Providers in Philadelphia Other Potential Transactions with Einstein IBC's Role in Philadelphia Marketplace	
Anthony Coletta – Former EVP of Facilitated Health Networks	Jefferson-Einstein Merger Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers Competition with and Substitutes for Jefferson and Einstein Contract Negotiations with Providers, including Negotiations and Communications with Jefferson and Einstein Network Formation and Adequacy Competition with Other Payors Financial Condition of Providers in Philadelphia Other Potential Transactions with Einstein IBC's Role in Philadelphia Marketplace	2, 5, 7, 8, 11, 12, 19, 20, 23, 28-40
Richard Snyder – EVP of Facilitated Health Networks	Jefferson-Einstein Merger Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers Competition with and Substitutes for Jefferson and Einstein Contract Negotiations with Providers, including Negotiations and Communications with Jefferson and Einstein Network Formation and Adequacy Competition with Other Payors Financial Condition of Providers in Philadelphia Other Potential Transactions with Einstein	2, 5, 7, 8, 11, 12, 19, 20, 23, 28-40
Victor Caraballo – VP Quality Management	Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers	5, 7, 8, 11, 12
Linda Paterson – VP Health Value Optimization	Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers	5, 7, 8, 11, 12
Paul Staudenmeier – VP of Provider Contracting & Reimbursement	Jefferson-Einstein Merger, including the Declaration Communications with Plaintiffs Contract Negotiations with Providers, including Negotiations and Communications with Jefferson and Einstein and Rates and Reimbursement Narrow and Tiered Networks	2-10, 12, 13, 14, 15, 17, 18, 21-27, 36, 37, 38

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Proposed Custodian	Categories	Requests
	<p>Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers</p> <p>Competition with and Substitutes for Jefferson and Einstein</p> <p>Physician Referral Patterns and Patient Travel Patterns</p> <p>Network Formation and Adequacy</p>	
Daniel Brown – Director, Provider Reimbursement, Analysis, Administration	<p>Contract Negotiations with Providers, including Negotiations and Communications with Jefferson and Einstein and Rates and Reimbursement</p> <p>Narrow and Tiered Networks</p> <p>Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers</p> <p>Competition with and Substitutes for Jefferson and Einstein</p> <p>Physician Referral Patterns and Patient Travel Patterns</p>	5, 6, 7, 8, 10, 12, 13, 14, 15, 17, 18, 21, 37, 38
Michael Hebert – Director, Provider Network Contracting	<p>Contract Negotiations with Providers, including Negotiations and Communications with Jefferson and Einstein and Rates and Reimbursement</p> <p>Narrow and Tiered Networks</p> <p>Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers</p> <p>Competition with and Substitutes for Jefferson and Einstein</p> <p>Physician Referral Patterns and Patient Travel Patterns</p>	5, 6, 7, 8, 10, 12-15, 17, 18, 21, 37, 38
Elisa Riesenbach – Manager, Provider Contracts	<p>Contract Negotiations with Providers, including Negotiations and Communications with Jefferson and Einstein and Rates and Reimbursement</p> <p>Narrow and Tiered Networks</p> <p>Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers</p> <p>Competition with and Substitutes for Jefferson and Einstein</p> <p>Physician Referral Patterns and Patient Travel Patterns</p>	5, 6, 7, 8, 10, 12-15, 17, 18, 21, 37, 38
Brian Loble – EVP of Health Markets	<p>Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers</p> <p>Competition with and Substitutes for Jefferson and Einstein</p> <p>Competition between Inpatient Rehab Facilities and Skilled Nursing Facilities</p> <p>Physician Referral Patterns and Patient Travel Patterns</p> <p>Network Formation and Adequacy</p>	5, 7, 8, 10, 12, 21-27, 39

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Proposed Custodian	Categories	Requests
Susan Larkin, SVP Health Markets	Strengths / Weaknesses/ Attractiveness of General Acute Care and Rehab Providers Competition with and Substitutes for Jefferson and Einstein Physician Referral Patterns and Patient Travel Patterns Network Formation and Adequacy	5, 7, 8, 10, 12, 21, 23, 39
Cheryl McGurk, Director, Care Management Or Diana Lehman, Director, Case & Condition Management	Strengths / Weaknesses/ Attractiveness of Inpatient Rehab Facilities Competition between Inpatient Rehabilitation Facilities and Skilled Nursing Faculties	22-27
Gregory Deavens – current EVP, CFO and Treasurer	Financial Condition of Providers in Philadelphia	19, 20, 32

## II. Search Terms

As discussed, we view the use of search terms as a means to isolate responsive documents for many of the requests and to make the collection process more productive and timely. Our understanding from Tuesday's call is that IBC is open to the use of search terms when conducting an electronic search for responsive documents.

Below is a list of proposed search strings, along with the general categories of information and the specifically-numbered requests to which the search strings relate. We are open to possible modifications to one or more of these proposed search strings, provided that they remain sufficiently robust to capture responsive documents.

Proposed Search Term	Category	Requests
((Jefferson OR TJU* OR Abington* OR Lansdale OR Aria OR JHNE OR JNE OR Frankford OR Magee) /20 (Einstein OR EHN OR AEHN OR EMCEP OR "Elkins Park" OR EMCM OR "East Norriton" OR "Einstein-Montgomery" OR "Broad Street" OR EMCP OR "Einstein-Philadelphia" OR Moss)) AND (merg* OR acqui* OR transact* OR market OR effect* OR affect* OR oppos* OR problem* OR object* OR disadvantag* OR support* OR favor* OR benefi* OR advantag* OR FTC OR AG OR "Attorney General" OR "Josh Shapiro")	Jefferson-Einstein Merger	2, 13 (partial), 36 (partial)
(compet* OR substitut* OR "market share*" OR "service area**" OR "advantage* OR qual*) AND ("Crozer**" OR "Doylestown**" OR "Grand View**" OR "GVH" OR Hahnemann OR "Holy Redeemer" OR "HRHS" OR "Main Line Health" OR "Bryn Mawr Hospital" OR "Lankenau" OR "Paoli" OR "Riddle" OR "Prime**" OR "Prime Suburban" OR "Suburban Hospital" OR "Suburban Community" OR "Mercy Suburban" OR "Roxborough" OR "Prospect" OR "Temple**" OR "TUH*" OR "Episcopal" OR "Jeanes" OR "Fox Chase" OR "FCCC" OR "Tower**" OR "Reading Health" OR "Phoenixville" OR "Pottstown" OR "Chestnut Hill Hospital" OR "Reading Hospital" OR "Trinity**" OR "Trinity MidAtlantic" OR "Mercy Health System" OR "Mercy Catholic Medical Center" OR "Mercy Philadelphia" OR "Nazareth" OR "St. Mary**" OR "University of Pennsylvania Health System" OR "UPHS" OR "Penn**" OR "Hospital of the University of Pennsylvania" OR "HUP" OR "Penn Presbyterian" OR "Presby**" OR "Pennsylvania Hospital" OR "Pennsy" OR "Penn Hospital" OR "The Pavilion")	Strengths / Weaknesses/ Attractiveness of General Acute Care Providers	5, 7 (partial) 8

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Proposed Search Term	Category	Requests
(compet* OR "substitut*" OR "market share*" OR "service area*" OR "advantage*" OR qual*) AND ("Aristacare" OR "Bacharach" OR "Caring Heart" OR "Cheltenham Rehab*" OR "Cheltenham Nursing" OR "Crozer" OR "Taylor Hospital" OR "Delaware County Memorial Hospital" OR "DCMH" OR "Deer Meadows" OR "Encompass" OR "Farr Healthcare" OR "Fox Subacute" OR "Genesis" OR "Powerback" OR "Good Shepherd" OR "Hackensack" OR "Immaculate Mary" OR "Lourdes" OR "Bryn Mawr Rehab*" OR "BMRH" OR "NovaCare" OR "Penn Partners" OR "GSPP" OR "Penn Rehab" OR "Penn Institute for Rehabilitation" OR "Philadelphia Nursing Home" OR "Restore Health" OR "The Pines" OR "Angela Jane*" OR "York Nursing" OR "York Rehab" OR "Select Medical" OR "Kessler" OR "St. Lawrence Rehab*" OR "St. Mary Rehab*" OR "Kindred" OR "Reading Rehab*" OR "Phoenixville" OR "Virtua")	Strengths / Weaknesses/ Attractiveness of Rehab Providers	5, 7 (partial) 8
(compet* OR substitut* OR "service area*" OR "market share*" OR pric* OR rat* OR termin* OR (out /3 network)) /50 (Jefferson OR TJU* OR Abington* OR Lansdale OR Aria OR JHNE OR JNE OR Frankford OR Magee)	Competition with / Substitutes for / Rates at Jefferson	7 (partial), 8, 12 (partial), 38 (partial)
(compet* OR substitut* OR "service area*" OR "market share*" OR pric* OR rat* OR termin* OR (out /3 network) OR "financial condition" OR financ* OR bankrupt*) /50 (Einstein OR EHN OR AEHN OR EMCEP OR "Elkins Park" OR EMCM OR "East Norriton" OR "Einstein-Montgomery" OR "Broad Street" OR EMCP OR "Einstein-Philadelphia" OR Moss)	Competition with / Substitutes for / Rates at / Financial Condition of Einstein	7 (partial), 8, 12 (partial), 19, 20
(Rehab* OR "inpatient" OR "general acute*") AND ("negotiat*" OR "network" OR "adequa*" OR enroll* OR "coverage" OR "pre-certification" OR "service area" OR "value-based" OR "risk-sharing" OR tier* OR "narrow network" OR "incent*")	Network Formation / Strategy	7, 23, 24
(pric* OR rat* OR reimburse* OR incent* OR exclu*) /50 (Keystone OR Proactive OR "PPO Tiered" OR "tier*" OR "narrow network")	Narrow / Tiered Networks	17, 18
("IRF" OR "inpatient rehab*") /50 ("SNF" OR "skilled nursing" OR "site-neutral" OR "CMS" OR "pre-certif*" OR "steer*")	IRF-SNF Competition	22, 23, 27
(compet* OR "market share") /50 (Aetna OR Cigna OR United OR UPMC OR Geisinger OR "Health Partners*" OR "HPP" OR "insurer")	Competition with Other Payors	28
("American Academic*" OR "AAHS" OR "Hahnemann" OR "HUH" OR "St. Chris*" OR "Philadelphia Academic Health Holdings" OR "Paladin" OR "Tenet" OR "Community Health*" OR "CHS" OR "St. Joseph*" OR "Mercy Philadelphia") AND ("payer mix" OR "payor mix" OR "exit" OR "bankruptcy" OR "compet*" OR "market share" OR "financial condition" OR "financ*" OR "merg*" OR "acquisition" OR "acquir*" OR "patient access")	Financial Condition of Providers in Philadelphia	19, 32
((merge* OR affiliat* OR "joint venture" OR "JV" OR acqui* OR transact*) /50 (Einstein OR EHN OR AEHN)) AND (Temple OR "TUH*" OR UPMC OR "Pittsburgh" OR McKinsey OR Reichlin OR "Patrick O'Connor")	Other Potential Transactions with Einstein	33, 34, 35
("DVACO" OR (Jefferson OR TJU*) /10 ("Main Line" OR MLH OR ML)) AND ("TPA" OR "administrator" OR "RFP" OR Aetna OR contract* OR agree*)	IBC's Role in Philadelphia Market	30, 31

Also, as previously discussed, we believe that documents responsive to certain requests may be more efficiently collected from custodial or non-custodial files without the use of search terms. This includes (but is not necessarily limited to) requests aimed primarily at data or datasets, which in many instances may be maintained in centralized locations.

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Here is a list of the requests for documents that we believe may more readily be obtained through the discrete collection of communications and documents rather than through the use of search terms: Request Nos. 3, 4, 6, 9-16, 21, 25-26, 29, 36-40. Of course, to the extent that any documents responsive to these specific requests happen to be captured by the search strings above, we would expect them to be produced. Please let us know if you have any comments regarding the proposed search strings and this approach to document collection more generally.

### **III. Data Requests**

Mike made the point on Tuesday's call that the collection of data might take some additional time and should be a priority. With that mind, here is some additional information with respect to our data requests, which we hope will help expedite the collection process.

*First*, as discussed, we are limiting the scope of Request No. 16 for claims data for Acute Rehab Services in light of IBC's prior production of data to the FTC. For skilled nursing facilities, we still seek a full set of claims data, as set forth in Request No. 16 and Appendix 1.

For inpatient rehabilitation facilities, we seek only a few discrete data fields in addition to the data provided in the prior production:

- RICs/CMGs/HIPPS codes
- Admit status (e.g., emergency, urgent, etc.)
- Name of transferring facility (i.e., specific name of admit source)
- BlueCard identifiers, if applicable
- Other information to match to the SNF data (e.g., BMI)

We are forgoing all other inpatient facility claims (e.g., GAC services). Please let us know if you have any questions about the revised scope of this document request.

*Second*, in addition to the claims data sought in Request No. 16, the subpoena includes requests for other data:

- Request No. 4 (list of commercial and managed Medicare products offered in the Greater Philadelphia Area)
- Request No. 15 (prices You are charged by GAC hospitals or other healthcare providers for inpatient general acute care services, outpatient services, and Acute Rehab Services)
- Request No. 26 (the extent to which Your members residing in the Greater Philadelphia Area obtain Acute Rehab Services in New Jersey or otherwise outside the Greater Philadelphia Area).

Please let us know if you have any questions about the data we are seeking with respect to any of these particular document requests.

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We also wanted to clarify that, in lieu of data, we are only seeking ordinary course documents and communications for Request No. 10 (patient travel patterns and distances) and Request No. 21 (physician referral patterns).

*Finally*, as discussed on Tuesday's call, we have some technical questions about the claims data that IBC produced to the FTC during the course of its investigation of the Jefferson-Einstein merger. Our hope is that these questions can be answered readily and informally by IBC and its technical personnel, either directly or through counsel. We will send those questions to you in a separate communication.

\* \* \* \* \*

Thank you again for your cooperation, and please let us know if you have any questions regarding the items addressed above. For reasons that I'm sure you appreciate, given the limited time for fact discovery, we need to move forward quickly with the collection and production of responsive documents. I look forward to hearing back from you soon.

Very truly yours,

*/s/ Paul H. Saint-Antoine*

Paul H. Saint-Antoine

cc: John L. Roach, Esq.  
Alison M. Agnew, Esq.